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SEC 1972 Potential persons who are to respond to the collection of information contained in (6/99) this form are not required to respond unless the form displays a currently valid OMB control number.

### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

FORM/D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2002
Estimated average burden hours per response... 1

PROCESSED

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THOMSON PINANCIAL

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
INTEGRAL LIMITED OFFERING EXEMPTION

SEC USE ONLY							
Prefix		Serial					
DATE RECEIVED							

UNIFORM LIMITED OFFERING EXEMPTION	DATE RECEIVED
Name of Offering (check if this is an amendment and name has changed, and indicate	e change.)
Filing Under (Check box(es) that [] Rule 504 [] Rule 505 [X] Rule 505 [] Seapply):	ection 4(6) [] ULOE
Type of Filing: [ ] New Filing [X ] Amendment	
A. BASIC IDENTIFICATION DATA	
Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indiciate Springbank Value Partners, LP	change.)
Address of Executive Offices (Number and Street, City, State, Zip Code) (Including Area Code)	Telephone Number
366 Broadway, 5th Floor, New York, New York 10013	(212) 374-0933
Address of Principal Business Operations (Number and Street, City, State, Zip Code (Including Area Code) (if different from Executive Offices)	) Telephone Number

Brief Description of Business

Investment Partnership



Type of Business Organiz	ation	
[ ] corporation	[×] limited partnership, already formed	[ ] other (please specify):
[ ] business trust	[ ] limited partnership, to be formed	
	Month Year	
Actual or Estimated Date	of Incorporation or Organization: $[0]^2$ $[0]^0$	k] Actual [ ] Estimated
Jurisdiction of Incorporation	on or Organization: (Enter two-letter U.S. Postal Serv CN for Canada; FN for other foreign	

#### GENERAL INSTRUCTIONS

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Reculation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

## A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;

- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[×] Promoter	[X] Beneficial Owner	[]Executive Officer	[ ] Director [x	() General and/or Managing Partner
Full Name (Last nar	ne first, if individ	lual)			
Timothy_J		<del></del>		<del></del>	
Business or Resider 366. Broads			City, State, Zip Cod rk, NY 10013	e)	
Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner	[ ] Executive Officer	[ ] Director [x	) General and/or Managing Partner
Full Name (Last nan	ne first, if individ	ual)			
Springbank	Capital,	LLC			
Business or Residen 366 Broadw	•		City, State, Zip Code rk, NY 10013	e)	
Check Box(es) that Apply:	[x] Promoter	것 Beneficial Owner	[ ] Executive Officer	[ ] Director [ ]	General and/or Managing Partner
Full Name (Last nam George Mo		ıal)			
Business or Residen	ce Address (Num	ber and Street,	City, State, Zip Code	e)	
366 Broadway	, 5th Fl∞r	New York, NY	10013		
Check Box(es) that Apply:	[ ] Promoter [	) Beneficial Owner	[ ] Executive Officer	[ ] Director [ ]	General and/or Managing Partner
Full Name (Last nam	e first, if individu	al)		And the State of t	
Business or Residenc	e Address (Num	ber and Street,	City, State, Zip Code	)	,
Check Box(es) that Apply:	[] Promoter [				General and/or Managing Partner
Full Name (Last name	e first, if individu	al)			
Business or Residenc	e Address (Num	ber and Street, 0	City, State, Zip Code)	)	
Check Box(es) that Apply:	[] Promoler[	) Beneficial Owner	[ ] Executive Officer		General and/or Managing Partner
Full Name (Last name	first, if individua	nl)			
Business or Residence	e Address (Numb	per and Street, C	City, State, Zip Code)	<del></del>	····
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persons only.	of such a bro	ker or d	ealer, y	ou may :	set forth	the inf	ormation <b>f</b>	or that b	roker or c	lealer		
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Business	or Residence	e Addre:	ss (Num	ber and	Street, (	City, St	ate, Zip C	ode)	- <u>-</u>		<del> </del>	
Name of A	Associated B	roker or	Dealer							<del> </del>		<del></del>
States in '	Which Perso	n Listed	Has Sc	licited o	r Intends	s to So	icit Purch	asers	· .			
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Name	of Asso	ciated B	roker or	Dealer				***************************************					-
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(Che	ck "All	States	" or ch	eck ind	dividual	States	s)			[	] All S		
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	Answer	also in .	Appendi	x, Colu	mn 3, if 1	filing und	der ULO	E. ,					
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Αc	credited	Investo	rs				•••••		Number Investor		Aggreg Dollar A of Purc S	Amount	
											_		

Non-accredited Investors

Total (for filings under Rule 504 only) .....

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under <u>Rule 504</u> or <u>605</u>, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Rule 5050	Type of Security	Dollar Amount Sold
•••	0	ş 0
Regulation A	0	\$ 0
Rule 504	0	\$ 0
Total	0	\$ 0

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[]\$_0
Printing and Engraving Costs	[]\$ 750
Legal Fees	[]\$ 30,000
Accounting Fees	[]\$ 250
Engineering Fees	[]\$
Sales Commissions (specify finders' fees separately)	[]\$_0
Other Expenses (identify)	[ ]\$0
Total	[]\$ 31,000

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ..........

<u>s 299,969,</u>000

Payments to

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	[] \$_0	[] \$_0
Purchase of real estate	[] \$ 0	\$ 0
Purchase, rental or leasing and installation of machinery and equipment	[] s_0	[] \$_0
Construction or leasing of plant buildings and facilities	[] \$ 0	\$ 0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in	[]	[]

Working capital	exchange for the assets or securities of another pursuant to a merger)		\$	\$\$	0
Other (specify):    Column Totals   S   0   5   0   0	Repayment of indebtedness	*******************************	[] o	[] \$	0
Other (specify):    Column Totals	Working capital		· []	969,000\$	0
Column Totals	Olher (specify):		[]	[]	0
Total Payments Listed (column totals added)  D. FEDERAL SIGNATURE  The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this riled under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the Usecurities and Exchange Commission, upon written request of its staff, the information furnished by the party non-accredited investor pursuant to paragraph (b)(2) of Fule 502.  Sesuer (Print or Type)  Springbank Value Partners, LP  Springbank Value Partners, LP  Timothy J. Curro  ATTENTION  Intentional misstatements or omissions of fact constitute federal criminal violations. (See 1 U.S.C. 1001.)  E. STATE SIGNATURE  Is any party described in 17 CFR 230.262 presently subject to any of the disqualification  Yes			[]		0
D. FEDERAL SIGNATURE  The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this riled under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the Use curifices and Exchange Commission, upon written request of its staff, the information furnished by the partners of any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.  Summer (Print or Type)  Springbank Value Partners, LP  Signature  Date  July 25, 2  Title of Signer (Print or Type)  Timothy J. Curro  ATTENTION  Intentional misstatements or omissions of fact constitute federal criminal violations. (See 1 U.S.C. 1001.)  E. STATE SIGNATURE  Is any party described in 17 CFR 230.262 presently subject to any of the disqualification  Yes			[]	[]	
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this rited under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the Usecurities and Exchange Commission, upon written request of its staff, the information furnished by the party non-accredited investor pursuant to paragraph (b)(2) of Fiule 502.  Sesuer (Print or Type)  Signature  Springbank Value Partners, LP  July 25, 2  July 26, 2  July 26, 2  July 26, 2  July 26,	Total Payments Listed (column totals added)				
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this rited under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the Usecurities and Exchange Commission, upon written request of its staff, the information furnished by the party non-accredited investor pursuant to paragraph (b)(2) of Fiule 502.  Sesuer (Print or Type)  Signature  Springbank Value Partners, LP  July 25, 2  July 26, 2  July 26, 2  July 26, 2  July 26,	· · · · · · · · · · · · · · · · · · ·			* .	
iled under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the Usecurities and Exchange Commission, upon written request of its staff, the information furnished by the orange and exchange Commission, upon written request of its staff, the information furnished by the orange and exchange Commission furnished by the orange of six of the information furnished by the orange of six of the information furnished by the orange of six of the information furnished by the orange of six of the information furnished by the orange of six of the information furnished by the orange of six of the information furnished by the orange of six of the information furnished by the orange of the information furnished by the in			· · · · · · · · · · · · · · · · · · ·	··.	
Name of Signer (Print or Type)  Timothy J. Curro  ATTENTION  Intentional misstatements or omissions of fact constitute federal criminal violations. (See 1 U.S.C. 1001.)  E. STATE SIGNATURE  Is any party described in 17 CFR 230.262 presently subject to any of the disqualification  Yes	ssuer (Print or Type)	Signature		Date	
ATTENTION Intentional misstatements or omissions of fact constitute federal criminal violations. (See 1 U.S.C. 1001.)  E. STATE SIGNATURE  Is any party described in 17 CFR 230.262 presently subject to any of the disqualification  Yes	Springbank Value Partners, LP	Smoth D.	Curs	July 25,	, 2002
ATTENTION Intentional misstatements or omissions of fact constitute federal criminal violations. (See 1 U.S.C. 1001.)  E. STATE SIGNATURE  Is any party described in 17 CFR 230.262 presently subject to any of the disqualification  Yes	ame of Signer (Print or Type)	Title of Signe (	Print or Type)		
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 1 U.S.C. 1001.)  E. STATE SIGNATURE  Is any party described in 17 CFR 230.262 presently subject to any of the disqualification  Yes	Timothy J. Curro	Gene	ral Partner		_F
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 1 U.S.C. 1001.)  E. STATE SIGNATURE  Is any party described in 17 CFR 230.262 presently subject to any of the disqualification  Yes					
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 1 U.S.C. 1001.)  E. STATE SIGNATURE  Is any party described in 17 CFR 230.262 presently subject to any of the disqualification  Yes	ATTEN	ITION	· · · · · · · · · · · · · · · · · · ·		
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification Yes	Intentional misstatements or omissions of fact	constitute fed	eral criminal viola	tions. (Se	e 18
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification Yes	~			•	
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification Yes					
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification Yes					
	E. STATE SI	GNATURE			
()	Is any party described in 17 CFR 230,262 presently sovisions of such rule?	ubject to any of	the disqualification		Yes No
See Appendix, Column 5, for state response.	See Appendix, Column	5, for state res	ponse.		
The undersigned issuer hereby undertakes to furnish to any state administrator of any state in V	• •			•	ام المؤريوني

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerces.

This notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Springbank Value Partners, LP	Mothy Lux	July 25, 2002
Name of Signer (Print or Type)	Tille (Printy of Type)	
Timothy J. Curro	General Partn	er

# Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

	•		·	APP	ENDIX					
1	Intend to sell to non-accredited investors in State (Part B-Item 1)			4  Type of investor and amount purchased in State  (Part C-Item 2)			Type of security and aggregate offering price offered in state amount purchased in State		5 Disquali under Sta (if yes, explana waiver g , (Part E-	fication te ULOE attach tion of ranted)
State	Yes	No		Number of Accredited Investors		Number of Non-Accredited Investors	Amount	Yes	No_	
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AK										
AZ				,						
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Return to Small Business Information page